GrubHub Inc. Form 4 June 02, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Drucker Margo

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

SVP, Secretary, Gen Counsel

Issuer

(First) (Last)

GrubHub Inc. [GRUB]

05/31/2016

(Check all applicable)

C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 3. Date of Earliest Transaction (Month/Day/Year)

below)

10% Owner X_ Officer (give title Other (specify

15TH FL

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

NEW YORK, NY 10018

(City)

(,)	(2)	Table	e I - Non-De	erivative S	securi	ties Acc	quirea, Disposea	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	d (A) c	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			Code V	A	or	D	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	05/31/2016		$M_{\underline{(1)}}$	3,100	Α	\$	3,600	D	
Stock	03/31/2010		141	3,100	11	5.2	3,000	Ъ	
a									
Common	05/31/2016		$S^{(1)}$	3,100	D	\$ 25	500	D	
Stock	03/31/2010		<u> </u>	3,100	ב	Ψ 23	300	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number opportunities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.2	05/31/2016		M(1)	3,100	(2)	07/09/2022	Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Drucker Margo C/O GRUBHUB INC. 1065 AVENUE OF THE AMERICAS, 15TH FL NEW YORK, NY 10018

SVP, Secretary, Gen Counsel

De

Signatures

/s/ Margo Drucker 06/02/2016

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The option become exercisable as to 12,650 shares on February 1, 2016. Beginning on March 1, 2016 and on the first calendar day of each month for 35 consecutive months thereafter, the remaining shares represented by the option have vested or will vest in equal amounts. The options shall continue to vest monthly, subject to Ms. Drucker's continued status as an employee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2